

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re : **Chapter 11**
:
MOTORS LIQUIDATION COMPANY, et al., : **Case No. 09-50026 (REG)**
f/k/a General Motors Corp., et al., :
:
Debtors. : **(Jointly Administered)**
:
-----X

AFFIDAVIT OF SERVICE

STATE OF NEW YORK)
) ss:
COUNTY OF SUFFOLK)

I, Kimberly Gargan, being duly sworn, depose and state:

1. I am a Project Manager with The Garden City Group, Inc., the claims and noticing agent for the debtors and debtors-in-possession (the “Debtors”) in the above-captioned proceeding. Our business address is 105 Maxess Road, Melville, New York 11747.

2. On December 30, 2010, at the direction of Weil, Gotshal & Manges LLP, counsel for the Debtors in the above-captioned case and pursuant to the **Notice of Debtors’ 138th Omnibus Objection to Claims (Eurobond Deutsche Debt Claims) [Docket No. 8305]**, I caused to be served a customized **Notice of Objection to Individual Debt Claims**, a copy of which is annexed hereto as Exhibit “A”, upon each of the parties set forth in Exhibit “B” annexed hereto (affected parties) by depositing same in a sealed, postage paid envelope at a United States Post Office for delivery by the United States Postal Service via First Class Mail.

/s/ Kimberly Gargan
Kimberly Gargan

Sworn to before me this
3rd day of January 2011

/s/ Barbara Kelley Keane
Barbara Kelley Keane
Notary Public, State of New York
No. 01KE4760720
Qualified in Nassau County
Commission Expires: February 28, 2011

EXHIBIT A

OFFICIAL COURT DOCUMENT

**PLEASE CAREFULLY REVIEW THIS NOTICE AS IT WILL AFFECT YOUR CLAIM
IN THE GENERAL MOTORS CORPORATION (NOW MOTORS LIQUIDATION
COMPANY) BANKRUPTCY CASE**

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re : Chapter 11 Case No.
: :
MOTORS LIQUIDATION COMPANY, *et al.*, : 09-50026 (REG)
f/k/a General Motors Corp., *et al.* :
: :
Debtors. : (Jointly Administered)
: :
-----X

NOTICE OF OBJECTION TO INDIVIDUAL EUROBOND DEUTSCHE DEBT CLAIMS

[Claimant Name]

Claim Information					Basis For Objection
Date	Claim #	Debtor	Classification	Amount	Debtors' Plan already provides for claimants to receive a distribution on account of all accrued and unpaid interest, and the Objection is subject to confirmation of the Plan

PLEASE TAKE NOTICE THAT, on December 23, 2010, Motors Liquidation Company (formerly known as General Motors Corporation) (“**MLC**”) and its affiliated debtors, as debtors in possession (the “**Debtors**”), filed an objection to your proof of claim identified above. The name of the objection is the [insert ordinal] Omnibus Objection to Proofs of Claim of Holders of Eurobond Deutsche Debt Claims (the “**Objection**”).

You have received this notice because the Debtors have objected to your proof of claim and your rights will be affected.

You should read this notice carefully and discuss it with your attorney. If you do not have an attorney, you may wish to consult one.

A copy of the full Objection can be viewed at <http://www.motorsliquidationdocket.com/maincase.php3>. Or, you may request a complete copy of the Objection at the Debtors' expense, by contacting the Debtors at 1-800-414-9607, or by sending an e-mail to eurobondclaims@motorsliquidation.com.

By the Objection, and subject to confirmation of the Debtors' Amended Joint Chapter 11 Plan, dated December 7, 2010 (as may be amended, modified, or supplemented from time to time, the "**Plan**") (ECF No. 8015), the Debtors are seeking to disallow your above referenced claim. The reason for the Objection is that the Debtors believe that your right to a distribution is already provided for pursuant to the Plan. The Debtors believe that your claim arises solely from the notes or bonds issued under that certain Fiscal and Paying Agency Agreement, dated as of July 3, 2003, among MLC, Deutsche Bank AG London, and Banque Générale du Luxembourg S.A. (the "**Fiscal and Paying Agency Agreement**," and the claims arising from the notes or bonds issued thereunder, the "**Eurobond Deutsche Debt Claims**"). The Plan provides that an amount will be allowed for the benefit of all holders of Eurobond Deutsche Debt Claims (each holder, an "**Individual Eurobondholder**"), regardless of whether such Individual Eurobondholder filed a proof of claim against the Debtors in these chapter 11 cases, in the amount of \$3,772,694,419, which is equal to the outstanding principal plus accrued and unpaid interest as of, and based on the currency conversation rate on, June 1, 2009 (the "**Commencement Date**"). The Plan further provides that such amount will override and supersede any individual claims filed by record holders or beneficial owners of the affected debt securities. A date to consider confirmation of the Plan is currently scheduled for March 3, 2011.

The Debtors anticipate that, after the Plan has been confirmed in these cases, all Individual Eurobondholders will directly receive their distributions from Euroclear Bank or another clearing agency after surrendering their securities to Deutsche Bank, in its capacity as the fiscal and paying agent. This method of distribution will reduce administrative burdens in these cases and ensure that the proper claimants receive their distributions. As such, the Debtors believe that Individual Eurobondholders will not be prejudiced if the relief requested in the Objection is granted because, if the Plan is confirmed, Individual Eurobondholders will receive a distribution accounting for outstanding principal and accrued and unpaid interest, and even if the Plan is not confirmed, the Eurobond Deutsche Debt Claims will not be impacted as the relief requested in the Objection is expressly subject to confirmation of the Plan. The Debtors do not believe that your proof of claim asserts a claim in addition to seeking outstanding principal plus accrued and unpaid interest on notes or bonds issued under the Fiscal and Paying Agency Agreement. To the extent your proof of claim asserts a claim other than for principal plus accrued and unpaid interest, such claim will be disallowed if the Bankruptcy Court grants this Objection.

YOU WILL NOTICE THAT the Objection requests that the Bankruptcy Court expunge and disallow your claim listed above, subject to confirmation of the Plan. **Any claim that the Bankruptcy Court expunges and disallows will be treated as if it had not been filed, and you will not be entitled to any distribution from the Debtors' estates on account of that specific claim, although the entitlement to receive distributions through the fiscal and paying agent will not be affected.**

If you disagree with the Objection's treatment of your claim, you may call the Debtors to try and resolve your concerns at **1-800-414-9607**. If you are unable to resolve your concerns with the Debtors before the deadline to respond, then you must file and serve a written

response (a “**Response**”) to the Objection in accordance with this notice and you must appear at the Hearing described below.

You may participate in the Hearing telephonically provided that you comply with the Court’s instructions, which can be found on the Court’s website at www.nysb.uscourts.gov (the official website for the Bankruptcy Court), by clicking on “Directories” on the left hand side, and then clicking on “Telephonic Appearance Provider.” You must also provide prior written notice by mail or e-mail of your telephonic appearance to (i) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Edward Wu, Esq. (edward.wu@weil.com)) and (ii) Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Lauren Macksoud, Esq. (lmacksoud@kramerlevin.com)).

If you do not oppose the disallowance and expungement of your claim, then you do not need to file a Response or appear at the Hearing (as defined below).

PLEASE TAKE FURTHER NOTICE THAT a hearing (the “**Hearing**”) on the Objection is scheduled to be held before the Honorable Robert E. Gerber, United States Bankruptcy Judge, in Courtroom No. 621 of the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”), Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408, on **February 9, 2011 at 9:45 a.m. (Eastern Time)**. If you file a Response to the Objection, you should plan to appear at the Hearing either in person or telephonically. The Debtors, however, reserve the right to continue the Hearing on the Objection with respect to your claim. If the Debtors do continue the Hearing with respect to your claim, then the Hearing will be held at a later date. If the Debtors do not continue the

Hearing with respect to your claim, then a Hearing on the Objection will be conducted on the above date.

PLEASE TAKE FURTHER NOTICE THAT the deadline to submit a Response is **February 2, 2011 at 4:00 p.m. (Eastern Time)**. Only those Responses that are timely will be considered at the Hearing. Your Response will be deemed timely only if it is: (i) filed with the Bankruptcy Court electronically using the Bankruptcy Court's case filing system (The User's Manual for the Electronic Case Filing System can be found at www.nysb.uscourts.gov) before the deadline for Responses; **or** (ii) **actually** received on a 3.5 inch disk, in text-searchable Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format **and** in hard copy at each of the following addresses on or before the deadline for response:

- A. Chambers of the Honorable Robert E. Gerber, United States Bankruptcy Court, One Bowling Green, Room 621, New York, New York 10004-1408;
- B. Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Joseph H. Smolinsky, Esq.); and
- C. Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Lauren Macksoud, Esq.).

Your response, if any, must contain at a minimum the following: (i) a caption setting forth the name of the Bankruptcy Court, the names of the Debtors, the case number and the number of the Objection to which the response is directed; (ii) the name of the claimant and description of the basis for the amount of the claim; (iii) a concise statement setting forth the reasons why the claim should not be disallowed and expunged for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which you will

rely in opposing the Objection; (iv) all documentation or other evidence of the claim, to the extent not included with the proof of claim previously filed with the Bankruptcy Court, upon which you will rely in opposing the Objection; (v) the address(es) to which the Debtors must return any reply to your response, if different from that presented in the proof of claim; and (vi) the name, address, and telephone number of the person that can be contacted in connection with the Objection.

If the Bankruptcy Court does NOT disallow and expunge your claim listed above, then the Debtors have the right to object on other grounds to your claim (or to any other claims you may have filed) at a later date. You will receive a separate notice of any such objections.

If you have any questions about this notice or the Objection, please contact the Debtors at **1-800-414-9607**. CLAIMANTS SHOULD NOT CONTACT THE CLERK OF THE BANKRUPTCY COURT TO DISCUSS THE MERITS OF THEIR CLAIM.

PLEASE TAKE FURTHER NOTICE THAT the Court may grant the relief requested in the Objection without further notice or a hearing if you fail to file a timely Response or appear at the Hearing.

Dated: New York, New York
December 23, 2010

Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
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Attorneys for Debtors
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EXHIBIT B

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